

WNS (HOLDINGS) LTD  
Form 6-K  
July 18, 2012  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the quarter ended June 30, 2012**

**Commission File Number 001 32945**

**WNS (HOLDINGS) LIMITED**

**(Exact name of registrant as specified in the charter)**

**Not Applicable**

Edgar Filing: WNS (HOLDINGS) LTD - Form 6-K

(Translation of Registrant's name into English)

**Jersey, Channel Islands**

(Jurisdiction of incorporation or organization)

**Gate 4, Godrej & Boyce Complex**

**Pirojshanagar, Vikroli (W)**

**Mumbai 400 079, India**

**+91-22 - 4095 -2100**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b): **Not applicable.**

**Table of Contents**

**TABLE OF CONTENTS**

|  |    |
|--|----|
| <u>Part I FINANCIAL INFORMATION</u>  |    |
| <u>UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION</u>                             | 3  |
| <u>UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME</u>   | 4  |
| <u>UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS</u>                             | 5  |
| <u>UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY</u>                              | 6  |
| <u>UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS</u>                                     | 7  |
| <u>NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS</u>                        | 8  |
| <u>Part II MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u> | 29 |
| <u>Part III RISK FACTORS</u>   | 48 |
| <u>Part IV OTHER INFORMATION</u>   | 64 |
| <u>SIGNATURE</u>   | 65 |

---

**Table of Contents**

WNS (Holdings) Limited is incorporating by reference the information and exhibits set forth in this Form 6-K into its registration statements on Form S-8 (Registration No: 333-136168), Form S-8 (File No. 333-157356), Form S-8 (File No. 333-176849), and Form F-3 (File No. 333-177250).

**CONVENTIONS USED IN THIS REPORT**

In this report, references to US are to the United States of America, its territories and its possessions. References to UK are to the United Kingdom. References to India are to the Republic of India. References to \$ or dollars or US dollars are to the legal currency of the US, references to or rupees or Indian rupees are to the legal currency of India, references to pound sterling or £ are to the legal currency of the United Kingdom, and references to the Euro are to the legal currency of the European Monetary Union and references to pence are to the legal currency of Jersey, Channel Islands. Our financial statements are presented in US dollars and prepared in accordance with International Financial Reporting Standards and its interpretations, or IFRS, as issued by the International Accounting Standards Board, or the IASB, as in effect as at June 30, 2012. To the extent IASB issues any amendments or any new standards subsequent to June 30, 2012, there may be differences between IFRS applied to prepare the financial statements included in this report and those that will be applied in our annual financial statements for the year ending March 31, 2013.

References to a particular fiscal year are to our fiscal year ended March 31 of that calendar year. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

In this report, unless otherwise specified or the context requires, the term WNS refers to WNS (Holdings) Limited, a public company incorporated under the laws of Jersey, Channel Islands, and the terms our company, the Company, we, our and us refer to WNS (Holdings) Limited and its subsidiaries.

We also refer in various places within this report to revenue less repair payments, which is a non-GAAP financial measure that is calculated as (a) revenue less (b) in our auto claims business, payments to repair centers (1) for fault repair cases where we act as the principal in our dealings with the third party repair centers and our clients and (2) for non fault repair cases with respect to one client (whose contract with us has been terminated with effect from April 18, 2012) more fully explained in Management's Discussion and Analysis of Financial Condition and Results of Operations. This non-GAAP financial information is not meant to be considered in isolation or as a substitute for our financial results prepared in accordance with IFRS. Unless otherwise indicated, references to GAAP in this report are to IFRS, as issued by IASB.

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements that are based on our current expectations, assumptions, estimates and projections about our company and our industry. The forward-looking statements are subject to various risks and uncertainties. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as anticipate, believe, estimate, expect, intend, will, project, should and similar expressions. Those statements include, among other things, the discussions of our business strategy and expectations concerning our market position, future operations, margins, profitability, liquidity and capital resources, tax assessment orders and future capital expenditures. We caution you that reliance on any forward-looking statement inherently involves risks and uncertainties, and that although we believe that the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could be materially incorrect. These risks and uncertainties include but are not limited to:

worldwide economic and business conditions;

political or economic instability in the jurisdictions where we have operations;

regulatory, legislative and judicial developments;

our ability to attract and retain clients;

technological innovation;

telecommunications or technology disruptions;

future regulatory actions and conditions in our operating areas;

our dependence on a limited number of clients in a limited number of industries;

our ability to expand our business or effectively manage growth;

our ability to hire and retain enough sufficiently trained employees to support our operations;

negative public reaction in the US or the UK to offshore outsourcing;

the effects of our different pricing strategies or those of our competitors;

increasing competition in the business process outsourcing industry;

**Table of Contents**

our ability to successfully grow our revenue, expand our service offerings and market share and achieve accretive benefits from our acquisition of (1) Fusion Outsourcing Services (Proprietary) Limited, or Fusion or (2) Aviva Global Services Singapore Pte. Ltd., or Aviva Global (which we have renamed as WNS Customer Solutions (Singapore) Private Limited, or WNS Global Singapore, following our acquisition) and our master services agreement with Aviva Global Services (Management Services) Private Limited, or Aviva MS;

our ability to successfully consummate and integrate strategic acquisitions; and

volatility of our ADS price.

These and other factors are more fully discussed in our other filings with the Securities and Exchange Commission, or the SEC, including in Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in our annual report on Form 20-F for our fiscal year ended March 31, 2012. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans, objectives or projected financial results referred to in any of the forward-looking statements. Except as required by law, we do not undertake to release revisions of any of these forward-looking statements to reflect future events or circumstances.

**Table of Contents****Part I FINANCIAL INFORMATION****WNS (HOLDINGS) LIMITED****CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Amounts in thousands, except share and per share data)

|  | Notes | As at<br>June 30, 2012<br>(Unaudited) | As at<br>March 31, 2012 |
|--|-------|---------------------------------------|-------------------------|
| <b>ASSETS</b>                          |       |                                       |                         |
| Current assets:                        |       |                                       |                         |
| Cash and cash equivalents              | 5     | \$ 52,215                             | \$ 46,725               |
| Marketable securities                  | 6     | 12,751                                | 26,384                  |
| Trade receivables, net                 | 7     | 58,276                                | 66,421                  |
| Unbilled revenue                       |       | 33,771                                | 35,878                  |
| Funds held for clients                 |       | 24,564                                | 20,706                  |
| Current tax assets                     |       | 3,389                                 | 3,860                   |
| Derivative assets                      | 13    | 3,081                                 | 3,724                   |
| Prepayments and other current assets   | 8     | 24,928                                | 21,925                  |
| <b>Total current assets</b>            |       | <b>212,975</b>                        | <b>225,623</b>          |
| Non-current assets:                    |       |                                       |                         |
| Investments                            |       | 2                                     | 2                       |
| Goodwill                               | 9     | 81,675                                | 86,695                  |
| Intangible assets                      | 10    | 102,409                               | 115,141                 |
| Purchase price pending allocation      | 4     | 8,098                                 |                         |
| Property and equipment                 | 11    | 45,707                                | 45,418                  |
| Derivative assets                      | 13    | 1,521                                 | 1,550                   |
| Deferred tax assets                    |       | 44,843                                | 43,712                  |
| Other non-current assets               | 8     | 6,469                                 | 6,880                   |
| <b>Total non-current assets</b>        |       | <b>290,724</b>                        | <b>299,398</b>          |
| <b>TOTAL ASSETS</b>                    |       | <b>\$ 503,699</b>                     | <b>\$ 525,021</b>       |
| <b>LIABILITIES AND EQUITY</b>          |       |                                       |                         |
| Current liabilities:                   |       |                                       |                         |
| Trade payables                         |       | \$ 33,235                             | \$ 47,304               |
| Provisions and accrued expenses        | 15    | 34,078                                | 31,854                  |
| Derivative liabilities                 | 13    | 16,265                                | 9,849                   |
| Pension and other employee obligations | 14    | 23,592                                | 29,027                  |
| Short term line of credit              | 12    | 21,000                                | 23,965                  |
| Current portion of long term debt      | 12    | 26,116                                | 26,031                  |
| Deferred revenue                       | 16    | 5,827                                 | 6,180                   |
| Current taxes payable                  |       | 8,663                                 | 8,183                   |
| Other liabilities                      | 17    | 15,482                                | 5,208                   |
| <b>Total current liabilities</b>       |       | <b>184,258</b>                        | <b>187,601</b>          |
| Non-current liabilities:               |       |                                       |                         |
| Derivative liabilities                 | 13    | 2,109                                 | 1,210                   |

Edgar Filing: WNS (HOLDINGS) LTD - Form 6-K

|  |    |                   |                   |
|--|----|-------------------|-------------------|
| Pension and other employee obligations   | 14 | 4,541             | 4,565             |
| Long term debt   | 12 | 40,066            | 36,674            |
| Deferred revenue   | 16 | 3,819             | 4,072             |
| Other non-current liabilities  | 17 | 2,626             | 2,675             |
| Deferred tax liabilities   |    | 3,927             | 4,097             |
| Total non-current liabilities  |    | 57,088            | 53,293            |
| <b>TOTAL LIABILITIES</b>   |    | <b>241,346</b>    | <b>240,894</b>    |
| Shareholders' equity:  |    |                   |                   |
| Share capital (ordinary shares \$ 0.16 (10 pence) par value, authorized 60,000,000 shares; issued: 50,138,634 and 50,078,881 shares each as at June 30, 2012 and March 31, 2012, respectively) | 18 | 7,851             | 7,842             |
| Share premium  |    | 265,161           | 263,529           |
| Retained earnings  |    | 61,963            | 59,122            |
| Other components of equity   |    | (72,622)          | (46,366)          |
| Total shareholders' equity   |    | 262,353           | 284,127           |
| <b>TOTAL LIABILITIES AND EQUITY</b>  |    | <b>\$ 503,699</b> | <b>\$ 525,021</b> |

*See accompanying notes.*



**Table of Contents****WNS (HOLDINGS) LIMITED****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Unaudited, amounts in thousands, except share and per share data)**

|                                      | Notes  | Three months ended June 30, |            |
|--------------------------------------|--------|-----------------------------|------------|
|                                      |        | 2012                        | 2011       |
| Revenue                              | 19     | \$ 107,814                  | \$ 125,663 |
| Cost of revenue                      | 19, 20 | 73,438                      | 95,410     |
| Gross profit                         |        | 34,376                      | 30,253     |
| Operating expenses:                  |        |                             |            |
| Selling and marketing expenses       | 20     | 7,448                       | 6,629      |
| General and administrative expenses  | 20     | 12,649                      | 12,749     |
| Foreign exchange loss/(gains), net   |        | 2,439                       | (1,325)    |
| Amortization of intangible assets    |        | 6,599                       | 7,840      |
| Operating profit                     |        | 5,241                       | 4,360      |
| Other income, net                    | 22     | (991)                       | (204)      |
| Finance expense                      | 21     | 1,005                       | 1,176      |
| Profit before income taxes           |        | 5,227                       | 3,388      |
| Provision for income taxes           | 24     | 2,386                       | 2,729      |
| Profit                               |        | \$ 2,841                    | \$ 659     |
| Earnings per share of ordinary share | 25     |                             |            |
| Basic                                |        | \$ 0.06                     | \$ 0.01    |
| Diluted                              |        | \$ 0.06                     | \$ 0.01    |

*See accompanying notes.*

**Table of Contents****WNS (HOLDINGS) LIMITED****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS****(Unaudited, amounts in thousands)**

|  | Notes | Three months ended June 30, |            |
|--|-------|-----------------------------|------------|
|  |       | 2012                        | 2011       |
| Profit                                       |       | \$ 2,841                    | \$ 659     |
| Other comprehensive income, net of taxes     | 24    |                             |            |
| Pension adjustment                           |       | (208)                       | (73)       |
| Changes in fair value of cash flow hedges:   |       |                             |            |
| Current year profit/(loss)                   |       | (5,360)                     | 1,087      |
| Reclassification to profit/(loss)            |       | 2,533                       | (1,847)    |
| Foreign currency translation                 |       | (23,221)                    | (301)      |
| Total other comprehensive loss, net of taxes |       | \$ (26,256)                 | \$ (1,134) |
| Total comprehensive loss                     |       | \$ (23,415)                 |            |